

UNITED STATES DISTRICT COURT
WESTERN DISTRICT OF NEW YORK

----- X
THE PILLSBURY COMPANY,

Plaintiff,

- against -

UPPER CRUST PRODUCTION COMPANY, INC.
and UPPER CRUST USA INC.,

Defendants.
----- X


: 98-CV-6114
: (CJS)(JWF)

:
: CONSENT TO CHANGE
: ATTORNEYS


IT IS HEREBY CONSENTED that Emery Celli Cuti Brinkerhoff & Abady P.C. be substituted as attorneys of record for defendants Upper Crust Production Company, Inc. and Upper Crust USA, Inc. in the above-entitled action in place and stead of Reiss, Eisenpress & Eisenberg as of the date hereof.

Dated: New York, New York
February 6, 2004

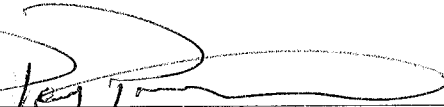
EMERY CELLI CUTI BRINKERHOFF
& ABADY P.C.

By: 
Andrew G. Celli, Jr. (AG 3598)
Substituting attorneys for defendants
545 Madison Avenue
New York, New York 10022
(212) 763-5000


REISS, EISENPRESS & EISENBERG

By: 
Lloyd M. Eisenberg (LE 5376)
Retiring attorneys for defendants
425 Madison Avenue
New York, New York 10017
(212) 753-2424

UPPER CRUST PRODUCTION
COMPANY, INC.

By: 
Name: PATRICK PROCTOR
Title: VP FINANCE.

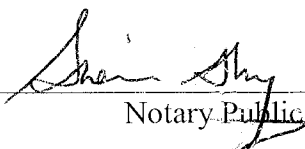
UPPER CRUST USA INC.

By: 
Name: PATRICK PROCTOR.
Title: VP FINANCE.

ACKNOWLEDGMENTS

ONTARIO)
: ss.:
CANADA *ss*)

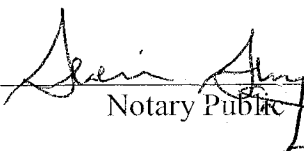
On ~~April~~ ^April 7 __, 2004, before me personally came PATRICK PROCTOR, to me known, who, by me duly sworn, did depose and say that deponent is the VP FINANCE of UPPER CRUST PRODUCTION COMPANY, INC., the corporation described in, and which executed, the foregoing consent to change attorneys, and that deponent signed deponent's name by order of the board of directors of that corporation.



Notary Public

ONTARIO)
: ss.:
CANADA *ss*)

On ~~APRIL~~ ^April 7 __, 2004, before me personally came PATRICK PROCTOR, to me known, who, by me duly sworn, did depose and say that deponent is the VP FINANCE of UPPER CRUST USA INC., the corporation described in, and which executed, the foregoing consent to change attorneys, and that deponent signed deponent's name by order of the board of directors of that corporation.



Notary Public